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sent to C.Y.
on 1/30/95

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WILSON, SONSINI, GOODRICH & ROSATI
Professional Corporation
650 Page Mill Road
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TELECOPY COVER SHEET

TO: Mr. Nick Scharf ON: January 30, 1995 at
(Date) (Time)
FIRM: WAIS, Inc. CLIENT NO.: 15123.000
CITY/STATE: Menlo Park, CA CLIENT NAME: WAIS, Inc.
OFFICE #: 415-617-0444 WSGR OPERATOR:

TELECOPY #: 415-327-6513 ATTENTION: NOTIFY RECIPIENT
ATTENTION: USE THIS FAX NO. ONLY BEFORE SENDING

FROM: Christopher J. Younger Ext. 4543 LOCATION: PC 1-1

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 2

IF YOU DO NOT RECEIVE THE ENTIRE DOCUMENT
PLEASE CONTACT THE WSGR OPERATOR AT (415) 493-9300, Ext. 3173

MESSAGE:

JUDY
~~Nick~~ - Please find attached a Shareholder Consent and Officer's Certificate effecting a three-for-one share split, requiring Brewster's signature. Once you have had a chance to review and Brewster has signed, please return the signature pages to me by fax. Please call if you have any questions.

JUDY -

please mail originals back to me as well.

Thanks!

Chris

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ACTION BY WRITTEN CONSENT OF
THE SOLE SHAREHOLDER OF
WIDE AREA INFORMATION SERVERS, INC.

In accordance with Section 603(a) of the California Corporations Code and Article II, Section 2.10 of the Bylaws of this corporation, the undersigned, constituting the sole holder of all of the outstanding shares of this corporation, hereby adopts the following resolutions effective as of January 30, 1995:

RESOLVED: That this shareholder believes it is in his best interests to amend the corporation's Articles of Incorporation to increase the authorized number of shares of Common Stock from 10,000,000 shares to 15,000,000 shares and to effect a three-for-one stock split of the corporation's Common Stock.

RESOLVED FURTHER: That the Articles of Incorporation of this corporation are amended to read as set forth in the Certificate of Amendment of Articles of Incorporation (the "Certificate") attached hereto as Exhibit A; provided, however, that the officers of this corporation are authorized to make such final changes to the Certificate as they may deem necessary or advisable with the advice of counsel.

The undersigned represents that he is the registered owner of and has the right and legal power to execute this written consent with respect to the number of issued and outstanding shares of stock of the corporation noted below.



Brewster Kahle

Holder of 2,500,000 shares of
Common Stock

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WIDE AREA INFORMATION SERVERS, INC

ONE. The name of this corporation is Wide Area Information Servers, Inc.

TWO. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE. The corporation is authorized to issue only one class of shares, denominated common stock, and the total number of shares which the corporation is authorized to issue is Fifteen Million (15,000,000). Immediately upon the effectiveness of these Amended and Restated Articles of Incorporation, each outstanding share of Common Stock shall be split and converted into three (3) shares of Common Stock.

FOUR.

(a) The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) This corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.


(c) Any repeal or modification of the foregoing provisions of this Article IV by the shareholders of this corporation shall not adversely affect any right of indemnification or limitation of liability of an officer or a director of this corporation relating to acts or omissions occurring prior to such repeal or modification.

**CERTIFICATE OF AMENDMENT AND
RESTATEMENT OF ARTICLES OF INCORPORATION OF
WIDE AREA INFORMATION SERVERS, INC.**

Brewster Kahle and Allen L. Morgan hereby certify that:

1. They are the President and Secretary, respectively, of Wide Area Information Servers, Inc., a California corporation.
2. The articles of incorporation of the corporation, as amended to the date of the filing of this certificate, including amendments set forth herein but not separately filed (and with the omissions required by Section 910 of the Corporations Code) are amended and restated to read as set forth in Exhibit A attached hereto.
3. The restated articles of incorporation have been duly approved by the board of directors.
4. The article amendments as included in the amended and restated articles of incorporation (other than omissions required by Section 910 of the Corporations Code) have been duly approved by the required vote of the shareholders in accordance with Section 903 of the Corporations Code. The corporation has one class of shares outstanding which is entitled to vote with respect to the amendment and restatement herein set forth. The total number of outstanding shares of Common Stock of the corporation is 2,500,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required for the amendment and restatement herein set forth was more than 50% of the outstanding shares of the corporation, voting as a class.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 30th day of
January, 1995.



Brewster Kahle
President

Allen L. Morgan
Secretary

The undersigned declares under penalty of perjury that he has read the attached Amended
and Restated Articles of Incorporation and knows the contents thereof and the same is true of
each of such person's own knowledge.

Executed at Menlo Park, California on January 30, 1995.

Allen L. Morgan

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